

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

James L. Casserly

Direct dial 202 661-8749
jlcasserly@mintz.com

202 434 7300

202 434 7400 *fax*

November 26, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On November 25, 2002, representatives of Comcast Corporation ("Comcast") met with Stacy Robinson, Legal Advisor to Commissioner Abernathy. Comcast was represented by Jim Coltharp and Jim Casserly. The same two representatives spoke with Simon Wilkie, Chief Economist, on November 26, 2002.

The substantive portion of both discussions pertained to Paragraphs 117-122 of the order released November 14. We noted that Comcast does not regard those paragraphs as accurately summarizing the state of the record or properly analyzing the relevant issues, and we alluded to prior record filings that set forth Comcast's views on these matters. Comcast does, however, support the ultimate conclusion of that portion of the order (*i.e.*, that the issues discussed there provided no basis for disapproving or imposing conditions upon the merger).

Pursuant to section 1.1206(b)(2) of the Commission's rules, we are filing this letter electronically with the Secretary. Copies of this letter are also being sent to Ms. Robinson, Mr. Wilkie, and the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc: Stacy Robinson
Erin Dozier

Royce D. Sherlock
Simon Wilkie

Roger D. Holberg
James R. Bird

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

November 26, 2002

Page 2

William Dever
Patrick Webre

Cynthia Bryant
Lauren Kravetz Patrich

Jeff Tobias
Qualex International

WDC 323889v2